



**BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM**
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

February 26, 1997

Thomas A. Plant, Esq.
Vice President, Assistant General
Counsel, and Assistant Secretary
National City Corporation
1 Cascade Plaza
Akron, OH 44308

Dear Mr. Plant:

The Secretary of the Board of Governors of the Federal Reserve System, acting pursuant to authority delegated by the Board, has reviewed the notice filed under section 4(j)(5)(B) of the Bank Holding Company ("BHC") Act (12 U.S.C. § 1843(j)(5)(B)), as amended by section 2208 of the Economic Growth and Regulatory Paperwork Reduction Act of 1996, by National City Corporation, Cleveland, Ohio ("National City"), to acquire NTA, Inc., Federal Way, Washington, through its subsidiary National Processing, Inc., Louisville, Kentucky, and thereby engage in providing data processing and transmission services with respect to financial, banking, or economic data, consisting primarily of freight bill audit and payment services for various corporate customers. The Board has previously determined that these activities are closely related to banking. See 12 C.F.R. 225.25(b)(7).

National City has certified that all the criteria set forth in section 4(j)(4) of the BHC Act are met, and has filed the information required under that section. Based on all the facts of record, including relevant examination, financial, and other reports maintained by the Federal Reserve System, the System does not object to consummation of the proposal at this time. In making this determination, the Secretary has relied on all the representations and commitments made by National City in connection with this proposal. These representations and commitments are conditions imposed in writing in connection with the findings and decision herein, and, as such, may be enforced under the provisions of applicable law. As provided by section 4(j)(4)(C)(i) of the BHC Act, this determination is subject to all the

restrictions, terms, and conditions imposed by the Board on the data processing and transmission activities of bank holding companies. In addition, this action is subject to the Board's authority to require reports by, and make examinations of, bank holding companies and their subsidiaries, and to require such modification or termination of the activities of a bank holding company or any of its subsidiaries as the Board finds necessary to ensure compliance with the BHC Act and the Board's regulations and orders issued thereunder.

The proposed transaction should be consummated within twelve months after the date of this letter, unless such period is extended by the Federal Reserve Bank of Cleveland, acting pursuant to delegated authority. Advice of consummation should be given in writing to the Reserve Bank.

Very truly yours,



Jennifer V. Johnson

Deputy Secretary of the Board

cc: Federal Reserve Bank of Cleveland
Department of Justice